

**THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY**

1700 East Golf Road  
Schaumburg, Illinois 60173-5860

Direct Dial: (708) 995-6819  
Facsimile: (708) 995-6846



PLEASE STAMP AND RETURN TO SANTA FE

November 28, 1994

RECORDATION NO. 19056-A  
FILED 1495

NOV 29 1994 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution, N. W.  
Washington, DC 20423

Re: The Atchison, Topeka and Santa Fe Railway Company  
Termination of Agreement Pertaining to  
Interim Use Agreement Dated October 1, 1994,  
Filed with the Interstate Commerce Commission  
on November 10, 1994 at 2:30 p.m., Recordation No. 19056

Dear Mr. Williams:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Agreement, a secondary document, dated as of November 22, 1994. The primary document to which this document is connected is recorded under Recordation No. 19056.

The name and addresses of the parties to this document are:

**Lessor:**

Thrall Car Manufacturing Company  
2521 State Street  
Chicago Heights, Illinois 60411

**Lessee:**

The Atchison, Topeka and Santa Fe Railway Company  
1700 East Golf Road  
Schaumburg, Illinois 60173-5860

CNS/EQUIPTR/SERIESBB.COR

A Santa Fe Pacific Company

The equipment covered by the Termination of Agreement consists of fifty (50) 100-ton coil steel cars bearing Road Nos. ATSF 92050 to 92099 (both inclusive).

For the convenience of the parties, I have enclosed two (2) additional counterparts of the Termination of Agreement, which I would like to have returned to me bearing the recordation information.

Enclosed please find Check No. 4289, dated November 28, 1994, for the amount of \$21.00 for payment for the Commission's prescribed recordation fee.

A short summary of the enclosed document to appear in the Commission's Index is:

Secondary Document

Termination of Agreement dated November 22, 1994, pertaining to Interim Use Agreement dated October 1, 1994, filed with the Interstate Commerce Commission on November 10, 1994 at 2:30 p.m., Recordation No. 19056 terminating the Interim Use Agreement as to all of the equipment thereunder, being the Thrall Car Manufacturing Company 100-ton Coil Steel Cars bearing Road Nos. ATSF 92050 to 92099 (both inclusive).

If you have any questions or comments concerning this request, please contact me.

Very truly yours,



Craig M. Smetko  
General Attorney

CNS:cns  
Enclosures

cc: Ellen F. Lang, Esq.

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Craig N. Smetko  
1700 East Golf Road  
Schaumburg, IL. 60173-5860

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11-29-94 at 1:10 PM, and assigned recordation number(s). 19056 A

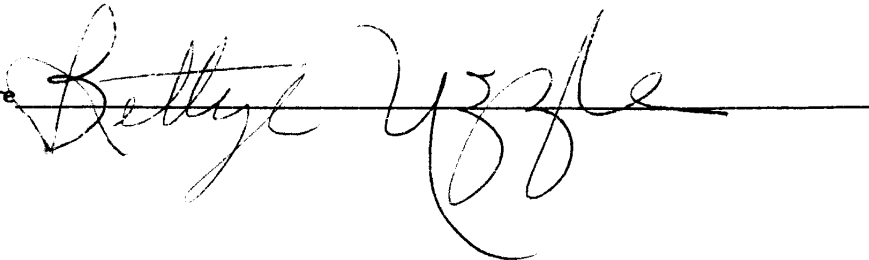
Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

A handwritten signature in cursive script, appearing to read "Bettye Uzzle", is written over a horizontal line.

RECORDATION NO. 19056-A  
FILED 1425

NOV 29 1994 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

**TERMINATION OF AGREEMENT**

This Termination of Agreement, made this 22nd day of November 1994, by and between THRALL CAR MANUFACTURING COMPANY, an Illinois corporation, ("Thrall"), and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("ATSF").

WHEREAS, Thrall and ATSF are parties to an Interim Use Agreement, dated as of October 1, 1994 (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on November 10, 1994, at 2:30 p.m. and given Recordation Number 19056; and

WHEREAS, Thrall and ATSF desire to terminate and cancel the Agreement with respect to the items described herein and to record such termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, ATSF and Thrall, intending to be legally bound, agree as follows:

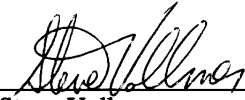
1. ATSF and Thrall hereby terminate and cancel the Agreement, effective November 30, 1994, with respect to all of the Cars covered thereby, *i.e.*, 50 Coil Steel Cars, ATSF 92050 to 92099, both inclusive (hereinafter, the "Terminated Units"), and ATSF and Thrall hereby agree that no rights, duties or liabilities under the Agreement with respect to such Terminated Units shall survive the termination and cancellation of the Agreement, except for the obligations under Section 4 of the Agreement with respect to the time period during which the Terminated Units were subject to the Agreement, which obligations shall survive the termination and cancellation of the Agreement.

2. The parties agree to record this Termination of Agreement with the ICC.

3. This Termination of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Agreement.


IN WITNESS WHEREOF, ATSF and Thrall have each caused this Termination of Agreement to be duly executed by their authorized officers as of the day and year first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

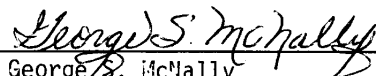
By:   
Steve Vollmer  
Its: Assistant Vice President-Finance

[Corporate Seal]

ATTEST:


By:   
Craig N. Smetko  
Its: Assistant Secretary

THRALL CAR MANUFACTURING COMPANY

By:   
George S. McNally  
Its: Vice President Intermodal Products

[Corporate Seal]

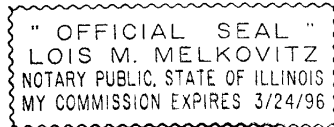
ATTEST:

By:   
Michael J. Casey  
Its: Assistant Secretary

STATE OF ILLINOIS       )  
                                      ) ss.  
COUNTY OF COOK        )

On this 21 day of November, 1994, before me personally appeared Steve Vollmer, to me personally known, who, being duly sworn, did say that he is Assistant Vice President-Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Lois M Melkovitz  
Notary Public



STATE OF ILLINOIS       )  
                                      ) ss.  
COUNTY OF COOK        )

On this 22nd day of November, 1994, before me personally appeared George S. McNally personally known, who, being duly sworn, did say that he is VP-Intermodal Producer of THRALL CAR MANUFACTURING COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Jacqueline Parvin  
Notary Public

